

INDIANAPOLIS DEPARTMENT OF WATERWORKS
BOARD OF DIRECTORS

RESOLUTION NO. 17, 2005

APPROVAL OF CONSULTANT APPRAISAL AGREEMENTS

WHEREAS, the Department of Waterworks (the "Department") owns certain real property and assets (collectively, "Department Assets"); and

WHEREAS, Chapter 273 of the "Revised Code of the Consolidated City and County" of Indianapolis and Marion County, Indiana vests in the Board of Directors (the "Board") of the Department certain powers and duties with respect to the operation of the Department; and

WHEREAS, pursuant to the Indiana Code §36-1-11, a disposing agent may transfer, by sale, lease or exchange real property; and

WHEREAS, pursuant to Indiana Code § 36-1-11-2(2) the Board is a disposing agent; and

WHEREAS, pursuant to Indiana Code § 36-1-11-4 a disposing agent may sell real property following joint appraisal by two (2) appraisers of the subject real property; and

WHEREAS, pursuant to Indiana Code § 8-1.5-4, the Board may authorize construction, extension, or improvement if, upon investigation, the Board finds that the waterworks, plant, system, or equipment is insufficient to furnish the necessary supply of water to properly protect the public health and welfare and safeguard the property within the waterworks district or that it is necessary to rebuild, repair, extend, and improve the waterworks, plant, systems, and equipment and to acquire lands, construct, erect, or acquire other plants, reservoirs, systems, and other structures and equipment appurtenant to them; and

WHEREAS, an appraisal of Department Assets to be sold or assets to be acquired is appropriate; and;

WHEREAS, in order for the Department to fulfill its duties the Director of Contracts and Operations recommends to the Board that the Department retain the appraisers in the manner substantially similar to the agreements set forth as Exhibit A through Exhibit B, attached hereto and incorporated herein by reference (the "Consultant Appraisal Agreements");

WHEREAS, the Board of Directors (the "Board") of the Department has determined it is in the best interests of the Department and necessary and desirable to approve and enter into the Consultant Appraisal Agreements; and

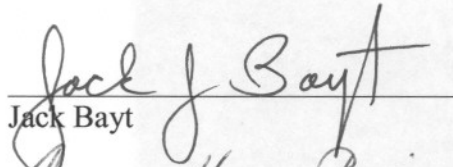
NOW, THEREFORE, BE IT RESOLVED by the Board that the Consultant Appraisal Agreements are hereby approved.

BE IT FURTHER RESOLVED by the Board that the Director of Contracts and Operations of the Department in consultation with the Office of Corporation Counsel and the Controller's Office is hereby authorized and directed to: (i) prepare, execute and deliver the Consultant Appraisal Agreements and every other document, certificate, instrument, agreement or affidavit as may be necessary, convenient or proper to effectuate the intent and purposes of the Consultant Appraisal Agreements, as appropriate; (ii) prepare, execute and deliver each and every document, certificate, instrument, agreement or affidavit as may be necessary, convenient or proper to effectuate the intent and purposes of these resolutions, as appropriate; and (iii) to take any and all such additional action as may be necessary, convenient or proper to effectuate the intent and purposes of these resolutions, as appropriate; and

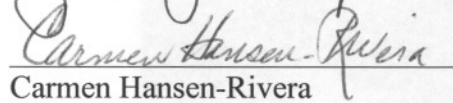
BE IT FURTHER RESOLVED by the Board that it ratifies any and all actions of the Director of Contracts and Operations, the Controller's Office and the Office of Corporation Counsel previously undertaken as may have been necessary, convenient or proper to effectuate the intent and purposes of these resolutions.

ADOPTED during a meeting of the Board this 21st day of April 2005.

**CONSOLIDATED CITY OF INDIANAPOLIS,
DEPARTMENT OF WATERWORKS,
BOARD OF DIRECTORS**

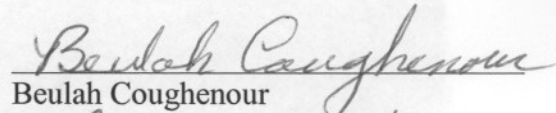


Jack Bayt

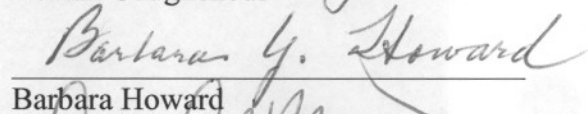


Carmen Hansen-Rivera

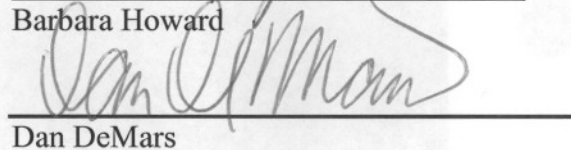
Samuel L. Odle



Beulah Coughenour

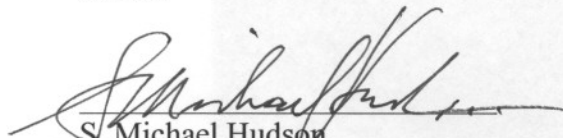


Barbara Howard



Dan DeMars

Attest:



S. Michael Hudson,
Secretary-Treasurer